

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

*In re Dealer Management Systems Antitrust
Litigation*, MDL 2817

No. 1:18-CV-864

This document relates to:

Hon. Robert M. Dow, Jr.

*Motor Vehicle Software Corp. v. CDK Global,
LLC, et al.*, Case No. 1:18-cv-00865 (N.D. Ill.)

Magistrate Judge Jeffrey T. Gilbert

DECLARATION OF LEO D. CASERIA

I, Leo D. Caseria, declare as follows:

1. I am a partner with the law firm of Sheppard, Mullin, Richter & Hampton LLP, and counsel of record for Defendant The Reynolds and Reynolds Company (“Reynolds”) in the above-captioned matter. I have sufficient personal knowledge of the facts set forth herein that, if called as a witness, I could and would testify competently thereto. I respectfully submit this declaration in support of Reynolds’s Motion for Summary Judgment and its Local Rule 56.1(a)(3) Statement of Undisputed Facts.












2. Attached hereto as Exhibits 1- 163 are true and correct copies of the following documents:

| EXHIBIT NO. | DESCRIPTION OF EXHIBIT | ABBREVIATION |
|------------------------|---|---------------------|
| 1. | Expert Report of Mark Israel, Aug. 26, 2019 | Israel Rpt. |
| 2. | Expert Reply Report of Mark Israel, Dec. 19, 2019 | Israel Reply Rpt. |
| 3. | Deposition Transcript of Mark Israel, Jan. 17, 2020 (Excerpts) | Israel Tr. |












PUBLIC VERSION

| EXHIBIT NO. | DESCRIPTION OF EXHIBIT | ABBREVIATION |
|-------------|--|--------------------------------------|
| 4. | Expert Report of Gordon Klein, Aug. 26, 2019 | Klein Rpt. |
| 5. | Expert Reply Report of Gordon Klein, Dec. 19, 2019 | Klein Reply Rpt. |
| 6. | Deposition Transcript of Gordon Klein, Jan. 10, 2020 | Klein Tr. |
| 7. | Declaration of Joseph Nemelka, Aug. 26, 2019 | J. Nemelka Decl. |
| 8. | Deposition Transcript of Joseph Nemelka, Nov. 14, 2018 | Nemelka Tr. |
| 9. | Declaration of Robert Schaefer, Authenticom, Inc. v. CDK Global, No. 17-cv-318 (W.D. Wis. June 16, 2017), Dkt. 97 (REYMDL00016579) | R. Schaefer Decl. |
| 10. | [REDACTED] | 2019_06 BPA TTC Breakdown [REDACTED] |
| 11. | [REDACTED] | PL by State [REDACTED] |
| 12. | Deposition Transcript of Don Armstrong, Mar. 19, 2019 (Excerpts) | Armstrong Tr. |
| 13. | Deposition Transcript of MVSC 30(b)(6) Don Armstrong, Mar. 20, 2019 (Excerpts) | Armstrong 30(b)(6) (MVSC) Tr. |
| 14. | Deposition Transcript of Jonathan Strawsburg, Dec. 13, 2018 (Excerpts) | Strawsburg Tr. |
| 15. | Deposition Transcript of CVR 30(b)(6) Aaron Medina, May 8, 2019 (Excerpts) | Medina 30(b)(6) (CVR) Tr. |
| 16. | Deposition Transcript of Napa Bulusu, Jan. 25, 2019 (Excerpts) | Bulusu Tr. |
| 17. | Deposition Transcript of Cox Automotive 30(b)(6) Brian Green, April 25, 2019 (Excerpts) | Green 30(b)(6) (Cox) Tr. |

PUBLIC VERSION

| EXHIBIT NO. | DESCRIPTION OF EXHIBIT | ABBREVIATION |
|----------------|---|--------------------------------|
| 18. | Deposition Transcript of Title Technologies 30(b)(6) Dara Goroff, Feb. 1, 2019 (Excerpts) | Goroff 30(b)(6) (TitleTec) Tr. |
| 19. |  | DX 76 (MVSC_MDL_0011869) |
| 20. |  | PX 1543 (CVR-0000230) |
| 21. |  | DX 100 (MVSC_MDL_0063257) |
| 22. |  | DX 304 (MVSC_MDL_0078314) |
| 23. |  | DX 288 (MVSC_MDL_0025987) |
| 24. |  | DX 289 (MVSC_MDL_0045950) |
| 25. |  | DX 99 (MVSC_MDL_0009708) |
| 26. |  | DX 98 (MVSC_MDL_0049511) |
| 27. |  | DX 286 (MVSC_MDL_0000970) |
| 28. |  | DX 293 (MVSC_MDL_0079468) |
| 29. |  | DX 88 (MVSC_MDL_0009749) |

PUBLIC VERSION

| EXHIBIT NO. | DESCRIPTION OF EXHIBIT | ABBREVIATION |
|----------------|--|------------------------------|
| 30. |  | DX 91 (MVSV_MDL_0000608) |
| 31. |  | DX 92 (MVSC_MDL_0000779) |
| 32. |  | DX 93 (MVSC_MDL_0002478) |
| 33. |  | DX 94 (MVSC_MDL_0021969) |
| 34. |  | DX 95 (MVSC_MDL_0021707) |
| 35. |  | DX 106 (CDK-3009134) |
| 36. |  | DX 97 (MVSC_MDL_0007362) |
| 37. |  | DX 108 (MVSC_MDL_0068017) |
| 38. |  | DX 587 (MVSC_MDL_0069953) |
| 39. |  | DX 87 (MVSC_MDL_0055337) |
| 40. |  | DX 280 (MVSC_MDL_0002456) |

PUBLIC VERSION

| EXHIBIT NO. | DESCRIPTION OF EXHIBIT | ABBREVIATION |
|-------------|---|------------------------------|
| 41. | [REDACTED] | DX 84 (MVSC_MDL_0037783) |
| 42. | [REDACTED] | DX 85 (MVSC_MDL_0037785) |
| 43. | [REDACTED] | DX 591 (MVSC_MDL_0052246) |
| 44. | Email Thread Re: Motor Vehicle Software Corporation, Feb. 10, 2014 (DX 1211) | DX 1211 |
| 45. | Letter from D. Parish to J. Nemelka, Aug. 7, 2014 (DX 1212) | DX 1212 |
| 46. | Letter from M. Domke to J. Nemelka, Feb. 23, 2017 (DX 1213) | DX 1213 |
| 47. | Defendants' Deposition Exhibit 102 (Feb. 20, 2018 VITU Ushers in a New Era of Tax, Title and Registration Processing in Illinois) | DX 102 |
| 48. | [REDACTED] | CVR-0309005 |
| 49. | [REDACTED] | MVSC_MDL_0072361 |
| 50. | [REDACTED] | MVSC_MDL_0050295 |
| 51. | [REDACTED] | MVSC_MDL_0049289 |
| 52. | [REDACTED] | MVSC_MDL_0025901 |
| 53. | [REDACTED] | MVSC_MDL_0028510 |

PUBLIC VERSION

| EXHIBIT NO. | DESCRIPTION OF EXHIBIT | ABBREVIATION |
|-------------|------------------------|------------------|
| 54. | [REDACTED] | MVSC_MDL_0042223 |
| 55. | [REDACTED] | MVSC_MDL_0025092 |
| 56. | [REDACTED] | MVSC_MDL_0009716 |
| 57. | [REDACTED] | MVSC_MDL_0068528 |
| 58. | [REDACTED] | MVSC_MDL_0083475 |
| 59. | [REDACTED] | REYMDL00597237 |
| 60. | [REDACTED] | REYMDL00666070 |
| 61. | [REDACTED] | REYMDL00596446 |
| 62. | [REDACTED] | REYMDL00118294 |
| 63. | [REDACTED] | REYMDL00134216 |
| 64. | [REDACTED] | REYMDL00568127 |
| 65. | [REDACTED] | REYMDL00118382 |
| 66. | [REDACTED] | MVSC_MDL_0056485 |

PUBLIC VERSION

| EXHIBIT NO. | DESCRIPTION OF EXHIBIT | ABBREVIATION |
|-------------|------------------------|---|
| 67. | [REDACTED] | MVSC_MDL_0056968 |
| 68. | [REDACTED] | REYMDL00037507 [REDACTED] [REDACTED] |
| 69. | [REDACTED] | REYMDL01076538 [REDACTED] [REDACTED] |
| 70. | [REDACTED] | MVSC_MDL_0009439 |
| 71. | [REDACTED] | MVSC_MDL_0003567 |
| 72. | [REDACTED] | MVSC_MDL_0002834 |
| 73. | [REDACTED] | MVSC_MDL_0003763 |
| 74. | [REDACTED] | MVSC_MDL_0020604 |
| 75. | [REDACTED] | MVSC_MDL_0003940 |
| 76. | [REDACTED] | MVSC_MDL_0081810 |
| 77. | [REDACTED] | REYMDL01076537 [REDACTED] |
| 78. | [REDACTED] | REYMDL00500165 |
| 79. | [REDACTED] | REYMDL00101792 |













PUBLIC VERSION

| EXHIBIT NO. | DESCRIPTION OF EXHIBIT | ABBREVIATION |
|-------------|------------------------|------------------|
| 80. | [REDACTED] | CVR-0061255 |
| 81. | [REDACTED] | CVR-0013917 |
| 82. | [REDACTED] | CVR-0069882 |
| 83. | [REDACTED] | REYMDL00500766 |
| 84. | [REDACTED] | REYMDL00109808 |
| 85. | [REDACTED] | REYMDL00159230 |
| 86. | [REDACTED] | REYMDL00597222 |
| 87. | [REDACTED] | MVSC_MDL_0000669 |
| 88. | [REDACTED] | MVSC_MDL_0002159 |
| 89. | [REDACTED] | MVSC_MDL_0021478 |
| 90. | [REDACTED] | MVSC_MDL_0005263 |
| 91. | [REDACTED] | MVSC_MDL_0009322 |
| 92. | [REDACTED] | MVSC_MDL_0009690 |

PUBLIC VERSION

| EXHIBIT NO. | DESCRIPTION OF EXHIBIT | ABBREVIATION |
|-------------|------------------------|------------------|
| 93. | [REDACTED] | CDK-0002272 |
| 94. | [REDACTED] | MVSC_MDL_0049305 |
| 95. | [REDACTED] | MVSC_MDL_0085686 |
| 96. | [REDACTED] | MVSC_MDL_0055834 |
| 97. | [REDACTED] | MVSC_MDL_0038592 |
| 98. | [REDACTED] | MVSC_MDL_0013203 |
| 99. | [REDACTED] | MVSC_MDL_0016150 |
| 100. | [REDACTED] | PROQ-08407 |
| 101. | [REDACTED] | MVSC_MDL_0066246 |
| 102. | [REDACTED] | MVSC_MDL_0040855 |
| 103. | [REDACTED] | MVSC_MDL_0052909 |
| 104. | [REDACTED] | MVSC_MDL_0075209 |
| 105. | [REDACTED] | PROQ-00365 |

PUBLIC VERSION

| EXHIBIT NO. | DESCRIPTION OF EXHIBIT | ABBREVIATION |
|-------------|--|------------------|
| 106. |  | MVSC_MDL_0013434 |
| 107. |  | MVSC_MDL_0037084 |
| 108. |  | MVSC_MDL_0037917 |
| 109. |  | MVSC_MDL_0039956 |
| 110. |  | MVSC_MDL_0036106 |
| 111. |  | MVSC_MDL_0010350 |
| 112. |  | MVSC_MDL_0026953 |
| 113. |  | MVSC_MDL_0065775 |
| 114. |  | MVSC_MDL_0038717 |
| 115. |  | MVSC_MDL_0038188 |
| 116. |  | MVSC_MDL_0039140 |
| 117. |  | MVSC_MDL_0040327 |

PUBLIC VERSION

| EXHIBIT NO. | DESCRIPTION OF EXHIBIT | ABBREVIATION |
|-------------|------------------------|------------------|
| 118. | [REDACTED] | PROQ-14048 |
| 119. | [REDACTED] | MVSC_MDL_0075098 |
| 120. | [REDACTED] | MVSC_MDL_0046997 |
| 121. | [REDACTED] | MVSC_MDL_0062032 |
| 122. | [REDACTED] | MVSC_MDL_0016157 |
| 123. | [REDACTED] | MVSC_MDL_0022425 |
| 124. | [REDACTED] | MVSC_MDL_0071323 |
| 125. | [REDACTED] | MVSC_MDL_0009806 |
| 126. | [REDACTED] | MVSC_MDL_0051362 |
| 127. | [REDACTED] | MVSC_MDL_0051364 |
| 128. | [REDACTED] | MVSC_MDL_0075688 |
| 129. | [REDACTED] | MVSC_MDL_0059367 |
| 130. | [REDACTED] | MVSC_MDL_0004902 |

PUBLIC VERSION

| EXHIBIT NO. | DESCRIPTION OF EXHIBIT | ABBREVIATION |
|-------------|------------------------|------------------|
| 131. | [REDACTED] | MVSC_MDL_0022892 |
| 132. | [REDACTED] | MVSC_MDL_0004970 |
| 133. | [REDACTED] | MVSC_MDL_0007360 |
| 134. | [REDACTED] | MVSC_MDL_0059169 |
| 135. | [REDACTED] | MVSC_MDL_0062855 |
| 136. | [REDACTED] | MVSC_MDL_0060313 |
| 137. | [REDACTED] | MVSC_MDL_0054574 |
| 138. | [REDACTED] | MVSC_MDL_0012816 |
| 139. | [REDACTED] | MVSC_MDL_0063603 |
| 140. | [REDACTED] | MVSC_MDL_0085980 |
| 141. | [REDACTED] | MVSC_MDL_0065747 |
| 142. | [REDACTED] | MVSC_MDL_0084416 |
| 143. | [REDACTED] | MVSC_MDL_0086228 |

PUBLIC VERSION

| EXHIBIT NO. | DESCRIPTION OF EXHIBIT | ABBREVIATION |
|-------------|---|---|
| 144. | [REDACTED] | MVSC_MDL_0012050 |
| 145. | [REDACTED] | MVSC_MDL_0027801 |
| 146. | [REDACTED] | MVSC_MDL_0082067 |
| 147. | [REDACTED] | CDK-1379766 |
| 148. | [REDACTED] | REYMDL00071109 |
| 149. | Wisconsin's Fiscal Estimate for Adding Title/Registration Vendor | Wisconsin's Fiscal Estimate for Adding Title/Registration Vendor |
| 150. | Email Thread Re: DMV Desk Update, Apr. 9, 2019 | Email Re: DMV Desk Update, Apr. 9, 2019 |
| 151. | Email Thread Re: DMVdesk – Thank You, Mar. 21, 2014 | Email Thread Re: DMVdesk – Thank You, Mar. 21, 2014 |
| 152. | National Automobile Dealers Association, Annual Financial Profile of America's Franchised New-Car Dealerships (2014), https://automotivedigest.com/wp-content/uploads/2015/05/NADA-Data-2014.pdf | National Automobile Dealers Association, NADA Data 2014 |
| 153. | CDK, 3PA Partner List, https://www.cdkglobal.com/us/partners-list?keys=&field_business_area_target_id=All&field_application_area_target_id=3361 | CDK, 3PA Partner List |
| 154. | Press Release, <i>California New Car Dealers Association (CNCDA) and DMVdesk Forge Powerful New Partnership</i> , Nov. 5, 2014, https://mvscusa.com/wp-content/uploads/MVSC-CNCDA-Partnership.pdf | Press Release, <i>California New Car Dealers Association (CNCDA) and DMVdesk Forge Powerful New Partnership</i> |

| EXHIBIT NO. | DESCRIPTION OF EXHIBIT | ABBREVIATION |
|-------------|--|---|
| 155. | Dealertrack, <i>In-State Registration and Title Solutions</i> , https://us.dealertrack.com/content/dealertrack/en/registration-and-titling-solutions/in-state-registration-and-titling.html | Dealertrack, <i>In-State Registration and Title Solutions</i> |
| 156. | DLRdmv Press Release, <i>DLRdmv Becomes Florida's Number One Provider of Electronic Titling Solutions</i> , PR Newswire, Nov. 30, 2018, https://www.prnewswire.com/news-releases/dlr-dmv-becomes-floridas-number-one-provider-of-electronic-titling-solutions-300758141.html | DLRdmv Press Release, <i>DLRdmv Becomes Florida's Number One Provider of Electronic Titling Solutions</i> |
| 157. | RCI Third Party List, <i>Vehicle Registration</i> , https://www.reyrey.com/partners/reynolds-certified-interface/rci-third-party-list | RCI Third Party List, <i>Vehicle Registration</i> |
| 158. | DDI Technology, https://www.dditechnology.com/premier-solutions/premier-evr/ | DDI Technology, <i>Premier EVR</i> |
| 159. | Wisconsin DOT, <i>Title and registration processing</i> , https://wisconsindot.gov/Pages/dmv/dlr-agents/dlr-ttl-reg/default.aspx | Wisconsin DOT, <i>Title and registration processing</i> |
| 160. | Office of the Illinois Secretary of State, <i>Electronic Registration and Title (ERT) Service Providers</i> , https://www.cyberdriveillinois.com/departments/vehicles/title_and_registration/eregtitle.html | Office of the Illinois Secretary of State, <i>Electronic Registration and Title (ERT) Service Providers</i> |
| 161. | CVR, <i>About Us</i> , http://www.cvrconnect.com/about-us | CVR, <i>About Us</i> |
| 162. | CVR, <i>Solutions</i> ; CVR, <i>Choose Your State</i> http://www.cvrconnect.com/solutions | CVR, <i>Solutions</i> |
| 163. | <i>Brand Name Prescription Drug Antitrust Litig.</i> , No. 94 C 897, MDL No. 997 (N.D. Ill. Sept. 14, 1998) (Ruling on Motion In Limine) | NA |

3. Exhibits 10 and 11 above are true and correct copies of files produced on August 29, 2019 by MVSC as part of the backup materials to the Expert Report of Gordon Klein (Aug. 26, 2019).

4. Exhibits 44-46 and 149-151 above are true and correct copies of documents I received from the Wisconsin Department of Transportation, Bureau of Vehicle Services, in response to my August 29, 2019 request pursuant to the Wisconsin Open Records Law, Wis. Stat. § 19.31 *et seq.*

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed on this 20th day of May, 2020, in Middleburg, Virginia.

/s/ Leo D. Caseria
Leo D. Caseria

CERTIFICATE OF SERVICE

I, Leo D. Caseria, an attorney, hereby certify that on May 20, 2020, I caused a true and correct copy of the foregoing **DECLARATION OF LEO D. CASERIA** to be filed and served electronically via the court's CM/ECF system. Notice of this filing will be sent by e-mail to all parties by operation of the court's electronic filing system or by mail to anyone unable to accept electronic filing as indicated on the Notice of Electronic Filing. Parties may access this filing through the court's CM/ECF System.

/s/ *Leo D. Caseria*

Leo D. Caseria

SHEPPARD MULLIN RICHTER & HAMPTON,
LLP

2099 Pennsylvania Avenue NW, Suite 100

Washington, DC 20006

(202) 747-1900

lcaseria@sheppardmullin.com